

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In re:)	
)	Chapter 11
COSHOCTON COUNTY MEMORIAL)	
HOSPITAL ASSOCIATION,)	Case No. 16-51552
an Ohio nonprofit corporation,)	
)	Judge Koschik
Debtor.)	
)	
(Federal Tax I.D. No. 31-4387577))	

**AFFIDAVIT OF CHRISTINE M. POTH IN SUPPORT OF EMPLOYMENT AS
PROFESSIONAL TO RENDER SERVICES IN THE ORDINARY COURSE OF BUSINESS**

STATE OF OHIO)
) SS.
COUNTY OF FRANKLIN)

I, Christine M. Poth, being first duly sworn and deposed, state:

1. I am a partner of Vorys, Sater, Seymour and Pease, LLP (“Vorys”), which maintains offices at 52 East Gay Street, Columbus, Ohio 43216.

2. Prior to the commencement of the above-captioned chapter 11 case, Vorys was retained by the Debtor to provide certain employee benefits work, including but not limited to, advising the Debtor with respect to an ongoing audit (the “Audit”) being conducted by the Department of Labor (collectively, the “Vorys’ Retained Employee Benefit Matters”).

3. The Debtor owes Vorys approximately \$6,616,43 for prepetition services rendered from February 1, 2016 through June 29, 2016.

4. To the best of my knowledge, Vorys has no other connection with the Debtor, its creditors, other parties-in-interest, or the United States Trustee regarding the Debtor’s chapter 11 case, except that: (1) Vorys represents an unsecured creditor, Nuance Communications, Inc.

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(“Nuance”), to preserve Nuance’s general unsecured claim and/or any applicable, future cure claim under Section 365 of the Bankruptcy Code in this chapter 11 case (the “Creditor Matter”); and (2) Vorys represents Medical Benefits Administrators, Inc. (“MedBen”) to provide bankruptcy counsel with respect to approximately \$1.6 million transferred by the Debtor to a MedBen account prior to the commencement of the chapter 11 case, in connection with which the interests of Debtor and MedBen are aligned (the “Bankruptcy Matter”) (the Creditor Matter and the Bankruptcy Matter together, the “Bankruptcy Matters”). While the Bankruptcy Matters are unrelated to the Vorys’ Retained Employee Benefit Matters, out of an abundance of caution an appropriate ethical screen has nonetheless been established between Vorys’ attorneys representing the Debtor with respect to the Vorys’ Retained Employee Benefit Matters, on the one hand, and Vorys’ attorneys representing MedBen and/or Nuance with respect to the Bankruptcy Matters, on the other hand. For clarity’s sake, MedBen has retained independent counsel to represent it in connection with MedBen testimony sought by the Department of Labor in connection with the Audit. Appropriate prospective waivers have been obtained from the Debtor, MedBen and Nuance, and each agrees that in the event of litigation between Debtor and MedBen and/or between Debtor and Nuance, Vorys would withdraw as counsel.

5. In addition to the Bankruptcy Matters discussed in paragraph 4 herein, Vorys may have performed services in the past – and may perform services in the future – in matters unrelated to the Debtor’s chapter 11 case for persons that are parties in interest in the Debtor’s chapter 11 case. As part of its customary practice, Vorys is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtor, or who may be claimants and parties in interest in the chapter 11 case.

6. Vorys represents that neither it, nor any member or professional employed by Vorys, insofar as can be reasonably ascertained, holds or represents any interest adverse to the Debtor or its estate with respect to the Vorys' Retained Employee Benefit Matters on which Vorys is to be employed.

Christine M. Poth
Christine M. Poth

Subscribed and sworn to before
me this 4th day of August, 2016

Melissa B. Garris
Notary Public



MELISSA B. GARRIS
Notary Public, State of Ohio
My Commission Expires
November 16, 2019